

*A copy of this prospectus has been filed with the Registrar of Companies of the Province of British Columbia.
This prospectus is not, and in no circumstances is to be construed as, a public offering of any of these Shares and these Debentures for sale in the United States of America or in the territories or possessions thereof.*

NEW ISSUE

Dollar Land Corporation Limited

(Incorporated under the laws of the Province of Ontario)

**43,200 Shares without par value
and
\$720,000 7% Unsecured Debentures 1990**

OFFERED IN UNITS CONSISTING OF \$100 PRINCIPAL
AMOUNT OF DEBENTURES AND 6 SHARES, WHICH DEBEN-
TURES AND SHARES WILL BE SEPARATELY TRANSFERABLE

JUN 15 1960

7% Unsecured Debentures

To be dated January 1, 1960.

To mature December 31, 1990.

Principal and half-yearly interest (June 30 and December 31) are payable in lawful money of Canada at the holder's option at any branch in Canada of the Company's bankers. The Debentures will be issued as coupon bearer Debentures in denominations of \$100 only and as fully registered Debentures in denominations of \$100 or any authorized multiple thereof.

The Debentures are to be redeemable at the Company's option at any time in whole or from time to time in part on 30 days' prior notice at the principal amount thereof together with accrued interest to the date specified for redemption.

**Registrar for the Debentures:
Chartered Trust Company, Toronto**

**Transfer agent and registrar for the Shares:
Chartered Trust Company, Toronto**

We, as agents of the Company, offer these Debentures and Shares, subject to change in price if, as and when issued by the Company and subject to approval of all legal matters by Messrs. Wright and McTaggart, Toronto, counsel for the Company.

**Price: \$160 per unit and accrued interest
on the Debentures from January 1, 1960**

Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. It is expected that the certificates for the Shares in interim form and the Debentures in interim form will be available for delivery on or about January 29, 1960.

ANDRAS, HATCH & McCARTHY

MEMBERS: The Toronto Stock Exchange Investment Dealers' Association of Canada

320 Bay Street — Toronto 1, Canada

Kenneth B. Andras
Sidney C. Hetherington
Charles T. Shepherd

John A. Boyd, Jr.

D'Alton McCarthy
H. William Hatch
Frederick H. Schmidt

The following information regarding Dollar Land Corporation Limited ("the Company") is given in connection with the offering of these Debentures and Shares.

The Company

The Company was incorporated by letters patent under the laws of Ontario on May 28, 1959. By supplementary letters patent dated November 20, 1959 the authorized capital of the Company was increased to 900,000 shares without par value.

The general nature of the business to be transacted by the Company will be the acquisition, management and development of real property and the acquisition of property investments such as mortgages and shares and debentures or participations in real estate companies or ventures ("property investments"), either directly or through subsidiaries.

The Company is part of a group of companies comprising a parent company, Dollar Land Holdings Limited incorporated in England, which has subscribed and paid for \$6,480,000 aggregate principal amount of Debentures and 388,789 Shares of the Company for an aggregate consideration of \$10,367,890, the Company and a wholly-owned subsidiary of the Company, County Dollar Corporation ("the subsidiary") organized under the laws of the State of New York, U.S.A. Further details regarding the parent company and the subsidiary are contained in other parts of this prospectus. This group of companies will serve as a medium for United Kingdom investors in particular and other investors generally to participate in the potential growth of the economies of Canada and the United States of America through the acquisition of commercial real estate properties and property investments. The Company has selected for purchase in the first instance two shopping centres and has arranged for suitable management and advice to assist in handling the specialized operations involved.

Properties

The Company has entered into an agreement dated January 11, 1960 (being Agreement 2 referred to in paragraph (za) of the statutory information forming part of this prospectus) with Cross Properties, Inc. to purchase the property known as Cross County Center, Yonkers, Westchester County, New York. The purchase price of Cross County Center is U.S. \$22,500,000 of which U.S. \$13,703,286 will be satisfied by taking title subject to existing mortgages aggregating that amount leaving a net purchase price of U.S. \$8,796,714. The purchase of Cross County Center will include the acquisition of all the issued shares of Atlas Center, Inc., a subsidiary of the vendor company, at book value of U.S. \$53,627 as indicated on the Balance Sheet of the said Atlas Center, Inc. dated December 31, 1959 appearing on page 6 of this prospectus, and the acquisition of a reserve fund of U.S. \$158,440 at December 31, 1959 and these amounts less adjustments on completion of title will be an addition to the purchase price.

Two collateral agreements dated January 11, 1960 (being Agreements 3 and 4 referred to in paragraph (za) of the said statutory information) between the Company and Cross Properties, Inc. et al, provide inter alia that (i) the Company is guaranteed that the cost of the store occupied by Gimbel Brothers, Inc. on the property known as Cross County Center, payable by the said Gimbel Brothers, Inc. on exercise of its option to purchase such store referred to on page 3 of this prospectus, will not be less than U.S. \$4,000,000 if such option is exercised on or prior to February 1, 1971, and (ii) that any repairs to any building, structure or facility (other than parking and walk areas) on the property known as Cross County Center due to structural defects therein arising within one year from the date of taking title thereof, will be made at the expense of Cross Properties, Inc. As security for the guarantee referred to above, a non-interest bearing promissory note for U.S. \$500,000 of Cross Properties, Inc. secured by a blanket second mortgage on five apartment houses, will be delivered on completion of title of the property known as Cross County Center.

The Company by an agreement dated January 11, 1960 (being Agreement 6 referred to in paragraph (za) of the said statutory information) with the subsidiary, has assigned to the subsidiary all of its right, title and interest in Agreements 2, 3 and 4 referred to above in consideration of the payment by the subsidiary of the commission payable to The New Townships Management Company Limited under Agreement 1, as altered, referred to in paragraph (za) of the said statutory information and the assumption of the liabilities of the Company under said Agreement 2 and the Company has agreed to subscribe for and the subsidiary has agreed to issue to the Company for cash 7½% debentures aggregating at par the sum of U.S. \$6,300,000 and 3,800 shares having a stated value of U.S. \$1,000 each, being the whole of its authorized debentures and issued share capital, to enable the subsidiary to pay the purchase price of the property known as Cross County Center, to pay the said commission and to provide funds for its general corporate purposes. In addition, under Agreement 6 referred to above, the Company has agreed to loan without security the balance, if any, of the moneys necessary for the subsidiary to complete effectively the purchase of the foregoing property.

The Company has entered into an agreement dated January 11, 1960 (being Agreement 5 referred to in paragraph (za) of the said statutory information) with Sarsden Consolidated Properties Limited to purchase a property known as Southgate Shopping Centre, Chilliwack, British Columbia. The purchase price of this property is \$808,000 of which \$405,870 will be satisfied by taking title subject to an existing mortgage in that amount, leaving a net purchase price of \$402,130.

There are no unusual intervening factors under the laws of the Province of British Columbia and the State of New York known to the Company which are likely to frustrate the due completion of the purchases under Agreements 2 and 5 referred to above. The Company and the subsidiary, however, will have to be satisfied on closing of the real property transactions that they will acquire adequate title to the properties known as Southgate Shopping Centre and Cross County Center subject only to the encumbrances referred to herein, existing leases and tenancies and certain other encumbrances, all as referred to in paragraph (u & v) of the said statutory information.

Cross County Center—Cross County Center, Yonkers, Westchester County, New York, occupies 70.8 acres of which title to approximately 63 acres is vested in the vendor, Cross Properties, Inc., and approximately 8 acres of parking space are occupied by it under lease and it has the right, which will be transferred under the purchase agreement, to have the title to such 8 acres vested in it without further consideration. The property contains a developed shopping centre, the construction of which was started in 1951, and is now leased to 83 tenants and is virtually fully occupied. It is located at a focal point on the modern highway system some 18 miles north of the centre of New York City and serves an important and growing suburban district. Up to 30,000 shoppers a day are estimated to use the centre, which provides parking space for 5,000 vehicles. This shopping centre is the largest of its kind in this area and covers a full range of goods and services, including a multi-storey medical centre. Leases of the tenants generally are long term with renewal options and 54% of the leases do not expire before the year 1969. One of the tenants,

Gimbel Brothers, Inc., has an option, exercisable after January 1966, to purchase its store at a price based on the building costs thereof and in accordance with a formula set out in its lease. The leases provide for fixed minimum rentals and in the case of major tenants provide for additional rent based on the volume of the tenants' trade.

Southgate Shopping Centre—The Southgate Shopping Centre occupies approximately 2.3 acres at Chilliwack, British Columbia, and is located approximately 70 miles from Vancouver. The shopping centre was built in 1958 and consists of seventeen shops and other premises and a small office block. The shops are one storey but have foundations to allow for additional storeys. The majority of the leases expire between 1963 and 1979.

Property Valuations

Reports and valuations, dated 28 and 22 September, 1959, respectively, have been made of Cross County Center by Dalton C. DeWitt, M.A.I. of DeWitt, Smith & DeWitt, Inc., 17 East 45th Street, New York 17, N.Y. and of Southgate Shopping Centre by D. P. Squarey, A.R.I.C.S., Standard Building, 510 West Hastings Street, Vancouver, British Columbia. These show that, in their opinion, the fair market values were:

Cross County Center—U.S. \$24,000,000 of which U.S. \$5,500,000 is allocated to the land.

Southgate Shopping Centre—\$808,000 of which \$110,000 is allocated to the land.

Management

Arrangements have been made that upon completion of title of the property known as Cross County Center, Sol G. Atlas Realty, Inc., of which Mr. Sol G. Atlas who developed such property is the principal shareholder, will enter into an agreement with the subsidiary for the management of that property for a period of two years from the date of completion of title subject to the right of the subsidiary to terminate such agreement on 90 days' notice if Cross Properties, Inc. at any time during that period ceases to hold or is authorized under the terms of its subscription contract or by waiver to dispose of 90% or more of its shares of the capital of Dollar Land Holdings Limited. In consideration thereof, the subsidiary will pay a fee of U.S. \$47,000 per annum to Sol G. Atlas Realty, Inc. H. A. Roberts Limited, real estate agent, 530 Burrard Street, Vancouver, British Columbia, will be the local manager of the Southgate Shopping Centre and the Company has entered into an agreement dated January 11, 1960 (being Agreement 10 referred to in paragraph (za) of the said statutory information) terminable on 30 days' notice on either side to pay H. A. Roberts Limited a fee of \$2,000 per annum for its services thereunder.

The Directors of the subsidiary are:—

Francis Blake (Vice-President and Director of Allied Research & Service Corporation);

Milton M. Mokotoff (Counsellor-at-Law);

Nathaniel Hamlen (Chairman of the Board of Allied Research & Service Corporation);

Raymond T. O'Keefe (Vice-President, Real Estate and Mortgage Loan Department of The Chase Manhattan Bank);

C. W. P. Hampton (partner of Hampton & Sons).

The purchase of the properties to be acquired by the Company and the subsidiary has been organized through the efforts of The New Townships Management Company Limited ("New Townships") of Chambers, Nassau, Bahamas. By an agreement (being Agreement 1 referred to in paragraph (za) of the said statutory information) between the Company and New Townships dated June 22, 1959, as altered by letter agreement dated January 11, 1960, the Company has (i) paid to New Townships an amount equal to 6% of the purchase price of the two properties now being purchased by the Company of which (a) 5% represents the commission payable on the purchase of the properties known as Cross County Center and Southgate Shopping Centre and (b) 1% represents a fee (the payment of most of which constitutes a payment in advance) for the other services described below of New Townships under said Agreement 1 in connection with (inter alia) investigating and obtaining the valuations and paying certain costs of acquisition of the two properties now being purchased including all survey, valuation, legal and transfer costs, the charges of agents (other than management agents) connected therewith and the expenses of incorporation and increase of capital of the Company and the subsidiary and the costs incurred by the Company in establishing a market in the Company's securities, and (ii) employed New Townships for a three year period ending June 21, 1962, and thereafter until terminated by six months' notice on either side, in the investigation of all real property and property investments in the United States of America and Canada considered for acquisition by the Company or any subsidiary in consideration of the Company undertaking to pay to New Townships an amount equal to 4% of the purchase price of all such real property and property investments (other than securities listed on any recognized stock exchange) subsequently acquired by the Company and its subsidiaries, New Townships paying all survey and valuation fees and the fee of any agent employed by New Townships.

The Company has entered into an agreement dated January 8, 1960 (being Agreement 7 referred to in paragraph (za) of the said statutory information) with Allied Research & Service Corporation ("Allied Research"), 75 Federal Street, Boston, Massachusetts, financial counsel and real estate consultants, under which Allied Research will provide the Company with general management and financial advice on the properties owned by it and its subsidiaries, further acquisitions, general economic conditions and other allied matters. Under this agreement the Company will pay Allied Research each quarter an amount in U.S. dollars equal to 1/24th of 1 per cent of the gross assets of the Company and its subsidiaries (taken at cost without adjustment for depreciation) or U.S. \$15,000, whichever shall be the greater. The term of this agreement is for 5 years from January 1, 1960, but may be terminated by the Company on 60 days' written notice to Allied Research if any three of John P. Chase, Nathaniel Hamlen, William J. Kirk, Francis Blake and Henry T. Dunker should substantially sever their connections with Allied Research and by Allied Research on 180 days' written notice to the Company.

The Company has entered into an agreement with Dollar Land Holdings Limited and New Townships dated January 11, 1960 (being Agreement 11 referred to in paragraph (za) of the said statutory information) whereby New Townships has undertaken to pay or cause to be paid the administration expenses of Dollar Land Holdings Limited, the Company and its subsidiary over a two year period ending December 31, 1961 up to a maximum amount or equivalent of \$425,600, of which amount the sum of \$372,400 is applicable to the Company and the subsidiary.

Purpose of Issue

The proceeds from the sale of the \$720,000 principal amount of 7% Unsecured Debentures 1990 and the 43,200 Shares without par value in the capital of the Company offered by this prospectus will be used for the purposes referred to in paragraph (n) of the statutory information forming part of this prospectus.

Indebtedness of Subsidiary

County Dollar Corporation has agreed to issue to the Company 7½% debentures aggregating at par the sum of U.S. \$6,300,000 and will be obligated, without interest, to the Company for the balance, if any, of the moneys loaned to it by the Company to complete effectively the purchase of the property known as Cross County Center. Reference is made to Agreement 6 referred to in paragraph (za) of the said statutory information and to the material under the heading of "Properties" on page 2 of this prospectus. In addition, County Dollar Corporation will, as part of the purchase consideration for Cross County Center, take title subject to existing mortgages secured on that property the total outstanding amount of which on December 31, 1959 was U.S. \$13,703,286. These mortgages require regular amortized payments and bear interest at rates ranging from 4½% to 6% per annum.

Policy and Prospects

Assuming the issue and sale of the securities of the Company offered by this prospectus, the Company and the subsidiary between them, after completing the proposed property purchases, will have funds on hand of approximately \$1,300,000 which will be available for general corporate purposes including working capital and investment as opportunity arises in the purchase of further real property and property investments in North America.

Capitalization

(As at December 31, 1959, after giving effect to the transactions detailed in the head notes to the subjoined Pro-Forma Consolidated Balance Sheet and the issue and sale of the securities of the Company offered by this prospectus.)

	Authorized	Issued and Outstanding
7% Unsecured Debentures 1990.....	\$7,200,000	\$7,200,000
Shares without par value.....	900,000	432,000

NOTE: Additional Debentures may be issued to an unlimited aggregate principal amount.

Certain Provisions of Debentures

The 7% Unsecured Debentures 1990 (hereinafter sometimes referred to as the "Debentures") offered by this prospectus will be dated January 1, 1960, will bear interest at the rate of 7% per annum and will mature on December 31, 1990. The Debentures will be direct obligations of the Company and will be issued subject to the conditions attached thereto. The Debentures will be unsecured. The Debentures will not be issued under a trust indenture and there will be no trustee for the holders of the Debentures.

The Debentures will be redeemable at the Company's option at any time in whole or from time to time in part on 30 days' prior notice at the principal amount thereof together with accrued interest to the date specified for redemption. If less than all the outstanding Debentures are redeemed at any one time the Debentures to be redeemed shall be drawn by lot in such manner as the Company shall deem equitable.

The Company is not a party to any agreement, indenture or other instrument which prohibits or restricts the issuance by the Company or any subsidiary of further Debentures or other long term or short term indebtedness.

Annual Interest Requirements

The interest requirements on the \$7,200,000 principal amount of 7% Unsecured Debentures 1990 issued or proposed to be issued by the Company (of which \$720,000 principal amount are offered by this prospectus) will be \$504,000 in each year assuming no retirement of Debentures from time to time.

The Company will, as part of the purchase consideration for Southgate Shopping Centre, take title subject to an existing mortgage secured on that property the outstanding amount of which on December 31, 1959 was \$405,870. This mortgage requires regular amortized payments and bears interest at the rate of 7% per annum. The annual interest requirements on such mortgage and the other mortgages, above referred to, secured against Cross County Center, on an amortized basis, will reduce annually.

SOUTHGATE SHOPPING CENTRE Operating Statement For the year ended September 30, 1959

Rental income.....	\$67,456
Operating expenses.....	<u>806</u>
Net income before deducting mortgage interest and depreciation.....	\$66,650
Interest on mortgages.....	\$25,110
Depreciation—5% of \$698,000.....	<u>34,900</u>
	60,010
Net income before provision for income taxes.....	<u>\$ 6,640</u>

To the Directors of
DOLLAR LAND CORPORATION LIMITED,
Toronto, Ontario.

We have examined the Operating Statement of Southgate Shopping Centre, Chilliwack, British Columbia, for the year ended September 30, 1959. Our examination included a general review of the accounting procedures and such other tests of the accounting records and supporting evidence as we considered necessary in the circumstances.

No supervision charge has been made during the current period.

In our opinion, the above Operating Statement is properly drawn up so as to exhibit the results of its operations for the year ended September 30, 1959, according to the best of our information and the explanations given to us and as shown by its accounts.

Vancouver, B.C.
December 30, 1959.

FREDERICK FIELD & Co.,
Chartered Accountants.

CROSS PROPERTIES, INC.
and wholly-owned subsidiary
ATLAS CENTER, INC.

Consolidated Operating Statements in Respect of Cross County Center
(Expressed in U.S. funds)
For the Three Years Ended December 31, 1958

	1958	1957	1956
Rental income.....	\$2,128,803	\$1,954,027	\$1,835,972
Other income and expense recoveries from tenants.....	93,598	82,410	76,553
	<u>\$2,222,401</u>	<u>\$2,036,437</u>	<u>\$1,912,525</u>
Operating expenses and property taxes.....	\$ 510,727	\$ 477,412	\$ 417,756
Administration and general expenses (Note 1).....	166,087	177,462	149,929
	<u>\$ 676,814</u>	<u>\$ 654,874</u>	<u>\$ 567,685</u>
Profit before deducting depreciation and interest on mortgages, bonds and notes.....	\$1,545,587	\$1,381,563	\$1,344,840
Depreciation.....	\$ 468,626	\$ 675,054	\$ 682,137
Interest on mortgages, bonds and notes (Note 2).....	753,618	741,031	699,378
	<u>\$1,222,244</u>	<u>\$1,416,085</u>	<u>\$1,381,515</u>
Net profit or (loss) before provision for federal income tax.....	<u>\$ 323,343</u>	<u>(\$ 34,522)</u>	<u>(\$ 36,675)</u>

NOTE 1. Includes allocated portion of franchise taxes paid on all properties owned by Cross Properties, Inc.

NOTE 2. Includes interest, without allocation, on certain joint obligations of the Cross County Center and other properties owned by the corporation, as follows:

Year 1956.....	\$ 73,555
Year 1957.....	113,677
Year 1958.....	86,181

To the Directors of
DOLLAR LAND CORPORATION LIMITED,
Toronto, Ontario, Canada.

We have examined the accounts of Cross Properties, Inc. and its wholly-owned subsidiary, Atlas Center, Inc. for the three years ended December 31, 1956, 1957, 1958. In connection therewith, we examined leases and agreements entered into with the tenants, mortgage and bond financing agreements, and made such other tests of accounting records and other supporting evidence as we considered necessary in the circumstances.

For the year ended December 31, 1958, the method of computing depreciation of buildings was changed from the declining balance method to the straight line method. The additional depreciation which could have been charged under the former method amounts to \$241,909. Depreciation of buildings was claimed on the declining balance method for federal income tax purposes, but no additional income taxes would have resulted had depreciation been claimed on the straight line method.

Under a building agreement and lease with Gimbel Brothers, Inc., the tenant was authorized to purchase \$1,000,000 of trade fixtures and operating equipment and receive reimbursement therefor from Cross Properties, Inc. Cross Properties, Inc. is entitled to recover the cost of the trade fixtures and operating equipment in the form of additional rents. Based upon the assumption that the tenant's volume of sales in each future lease year commencing with the lease year ended January 31, 1960, equals or exceeds the volume of sales in the lease year ended January 31, 1959, a full recovery of the cost will be effected in or prior to the calendar year 1971. During the years 1956, 1957 and 1958 these costs, recovered in the form of additional rents, have been included in rental income and amount to:

Year Ended December 31,	\$
1956.....	65,000
1957.....	54,331
1958.....	61,885

Depreciation on the unpaid balance of trade fixtures and operating equipment to which Cross Properties, Inc. had title at the end of each fiscal year, has not been included in the item of Depreciation on the Consolidated Operating Statement.

Under the terms of an inducement given to Wallachs, Inc., forming part of a lease, Cross Properties, Inc. paid Wallachs, Inc. the sum of \$135,000 towards the aggregate cost to it of certain fixtures and equipment. As consideration for such advance, Wallachs, Inc. agreed to pay additional rents in accordance with a specified formula. Title to the fixtures and equipment remains in the landlord unless an option to take title, effective during a five year period commencing with the date of the final payment of the aforementioned additional rent, is exercised by the tenant. Such final payment has been made during 1959, but the option has not as yet been exercised. During the years 1956, 1957 and 1958, such additional rents have been included in rental income and amount to:

Year Ended December 31,	\$
1956.....	31,996
1957.....	33,386
1958.....	32,067

Subject to the above comments, the above Consolidated Operating Statements in respect of Cross County Center of Cross Properties, Inc. and its wholly-owned subsidiary, Atlas Center, Inc., for the three years ended December 31, 1956, 1957 and 1958, in our opinion, present fairly their operating results for those years in conformity with generally accepted accounting principles. These principles have been applied on a consistent basis for the three years except for the change in the method of charging depreciation referred to above.

New York, N.Y.
January 18, 1960.

ZABELLE & SCHULTZ,
Certified Public Accountants.

ATLAS CENTER, INC.
Balance Sheet
(Expressed in U.S. Funds)
December 31, 1959

Assets				
CURRENT		\$	\$	\$
Cash				
On deposit.....			836	
Held by trustee (see below).....			40,332	
Funds held by trustee for the bondholders of Joint and Several 5% Mortgage Bonds—Contra (Note 1)				
Cash reserve fund.....	58,000			
Less: Unrestricted balance (see above).....	<u>40,332</u>	<u>17,668</u>		58,836
Leasehold on Gimbel's Parcel, Cross County Center, Yonkers, New York (Note 2).....				No Cost
DEFERRED CHARGES				
Unexpired insurance.....		3,272		
Sewer assessment.....		1,901		
Interest on sewer assessment.....		<u>641</u>		<u>5,814</u>
				<u>64,650</u>

Liabilities				
CURRENT				
Federal income tax.....		7,500		
Accrued interest on sewer assessment.....		641		
Liabilities payable from funds held by trustee—Contra				
Sewer assessment.....		<u>480</u>		8,621
DEFERRED				
Sewer assessment payable after one year.....				2,402

Shareholders' Equity

CAPITAL STOCK				
Authorized and Issued 1,000 shares of \$10 par value.....		10,000		
SURPLUS				
Balance, December 31, 1959.....		<u>43,627</u>	<u>53,627</u>	<u>64,650</u>

CONTINGENT LIABILITIES

Joint and several 5% mortgage bonds issued and outstanding under Indenture of Mortgage dated October 15, 1955, to Franklin National Bank, Trustee, are joint and several obligations of this company and Cross Properties, Inc.

NOTE 1. Under a deed of trust dated October 15, 1955, a trustee collects certain rentals of Cross County Center and holds in trust the amounts required to make current payments of principal and interest on the joint and several 5% mortgage bonds and certain other expenses. The rents collected in excess of the amounts required for such purposes are paid over currently to the Company.

NOTE 2. On October 15, 1955, Cross Properties, Inc., and the Company entered into a master lease expiring October 14, 2010, covering the premises in the Cross County Center already leased to Gimbel Brothers, Inc., together with certain additional lands improved with parking facilities, etc. As part of the master lease, all rights of Cross Properties, Inc. as landlord under the Gimbel Brothers, Inc. lease was transferred to this Company.

Approved on behalf of the Board of Directors.

SOL G. ATLAS, Director.

JOHN P. McGRATH, Director.

To the Directors of
DOLLAR LAND CORPORATION LIMITED,
Toronto, Ontario, Canada.

Dear Sirs:

We have examined the Balance Sheet of Atlas Center, Inc. as at December 31, 1959. Our examination was made in accordance with generally accepted auditing standards, and accordingly included such tests and checks as we deemed appropriate in the circumstances.

It is noted that the company's lease with Gimbel Brothers, Inc. provides for annual payments of certain percentage rents based upon the tenant's sales volume for the lease year ending January 31, in addition to minimum rents. The lease with the fee owner, Cross Properties, Inc., requires payment of rentals, the effect of which is to leave the company with a net income (before Federal income taxes) of \$25,000 for each calendar year. The company has consistently followed the practice of including percentage overage rentals in income in the year of determination. At the year end, no receivable from Gimbel Brothers, Inc. and no liability to Cross Properties, Inc. is reflected on the Balance Sheet, since no determination can yet be made of the tenant's sales for the period February 1 through December 31.

Subject to the above and based upon such examination, in our opinion, the above Balance Sheet fairly presents the financial position of Atlas Center, Inc. as at December 31, 1959, in conformity with generally accepted accounting principles consistently applied.

New York, N.Y.
January 18, 1960.

ZABELLE & SCHULTZ,
Certified Public Accountants.

DOLLAR LAND CORPORATION LIMITED
and Subsidiary
COUNTY DOLLAR CORPORATION

Pro-Forma Consolidated Balance Sheet

(Expressed in Canadian funds)

December 31, 1959

Giving effect to the following anticipated transactions:

1. Sale to Dollar Land Holdings Limited of \$6,480,000 7% Debentures due 1990, at par, and 388,789 Shares at \$10 per share under an agreement dated January 11, 1960.
2. Purchase as at December 31, 1959 of the property known as Cross County Center, Yonkers, N.Y. from Cross Properties, Inc. under an agreement dated January 11, 1960 for U.S. \$22,500,000 of which U.S. \$13,703,286 will be satisfied by taking title subject to existing mortgages leaving a net purchase price of U.S. \$8,796,714. Title is to pass on or before January 29, 1960.
3. Purchase as at December 31, 1959 of all the issued shares of a company, Atlas Center, Inc., at book value of U.S. \$53,627 and a cash reserve fund held by a trustee of U.S. \$158,440. (Note 1).
4. Assignment of the above property, shares and cash reserve fund to County Dollar Corporation under an agreement dated January 11, 1960, and issue by that company to Dollar Land Corporation Limited of U.S. \$6,300,000 7½% Debentures due 1990, at par, and 3,800 Shares of Capital Stock at a stated value of U.S. \$1,000 per share, being all the then issued shares and debentures of that company.
5. Payment of a fee to The New Townships Management Company Limited for County Dollar Corporation amounting to 5% of the gross purchase price of the property mentioned in Item 2 above. The said fee is payable under the above mentioned assignment agreement and an agreement between The New Townships Management Company Limited and Dollar Land Corporation Limited dated June 22, 1959, as amended, and is considered to be an acquisition cost of the property. (Note 5(a)).
6. Purchase as at December 31, 1959 of the property known as Southgate Shopping Centre, Chilliwack, B.C. from Sarsden Consolidated Properties Limited under an agreement dated January 11, 1960 for \$808,000 of which \$405,870 will be satisfied by taking title subject to an existing mortgage, leaving a net purchase price of \$402,130. Title is to pass on or before January 28, 1960.
7. Payment of a fee to The New Townships Management Company Limited amounting to 5% of the gross purchase price of the property mentioned in Item 6 above. The said fee is payable under the terms of the agreement dated June 22, 1959, as amended, and mentioned in Item 5 above and is considered to be an acquisition cost of the property. (Note 5(a)).
8. Payment of a fee (in addition to the 5% commission) to The New Townships Management Company Limited, amounting to 1% of the gross purchase price of the initial two properties to be acquired and referred to in Items 2 and 6 above, for other services (detailed in the aforementioned agreement dated June 22, 1959, as amended) performed in respect of the initial financing and the purchase of these two properties. (Note 5(b)).

		Assets		
CURRENT				
Cash		\$	\$	\$
	On deposit.....	171,383		
	Held by trustee (see below).....	38,366	209,749	
Assets held by trustee (Note 1)				
	Cash reserve fund.....	205,889		
	Less: Unrestricted balance (see above).....	38,366		
		167,523		
	Due from tenants.....	4,566	172,089	381,838
FIXED				
	Land, buildings, fixtures and equipment (Notes 2, 3, 4 and 6).....			23,321,681
DEFERRED CHARGES				
	Unexpired insurance.....		37,575	
	Balance of fee paid to The New Townships Management Company Limited (Note 5).....		222,111	259,686
				<u>23,963,205</u>
		Liabilities		
CURRENT				
Payable from company funds		\$	\$	\$
	Accrued interest on mortgages.....	21,166		
	Current portion of mortgages payable (Note 6).....	59,806		
	Accrued Federal income tax.....	7,134		
	Other accrued liabilities.....	6,562	94,668	
Payable from funds held or to be collected by trustee (Note 1)				
	Accrued interest on mortgages (Note 6).....	88,030		
	Current portion of mortgages payable.....	364,686		
	Other accrued liabilities.....	9,373	462,089	556,757
DEFERRED				
	Liabilities payable after one year.....		21,918	
	Mortgages payable (Notes 1 and 6).....	13,441,122		
	Less: Current portion thereof.....	424,493	13,016,629	
	7% Unsecured debentures due 1990.....		6,480,000	19,518,547
		Shareholders' Equity		
CAPITAL STOCK				
Authorized:				
	900,000 shares without par value, not to exceed in the aggregate...		8,100,000	
Issued:				
	388,800 shares.....			3,887,901
				<u>23,963,205</u>

The Notes attached Form an Integral Part of this Pro-Forma Consolidated Balance Sheet

Approved on behalf of the Board of Directors.

By (Signed) G. ARUNDEL-EVANS, Director.

(Signed) V. M. SEABROOK, Director.

Submitted with our Report to the Directors dated January 27, 1960.

(Signed) SNYDER, CRAIG & CO.,
Chartered Accountants.

DOLLAR LAND CORPORATION LIMITED

and subsidiary

COUNTY DOLLAR CORPORATION

Notes Attached to Pro-Forma Consolidated Balance Sheet December 31, 1959

- Under a deed of trust dated October 15, 1955, a trustee collects certain rentals of Cross County Center and holds in trust the amounts required to make current payments of principal and interest on certain of the mortgages, real estate taxes and certain other expenses. The rents collected in excess of the amounts required for such purposes are paid over currently to the landlord.
- Under agreements for the acquisition of Cross County Center, and the assignment thereof to County Dollar Corporation, that company will acquire certain land, buildings, improvements, fixtures and equipment. Pending acquisition of title and subsequent inventorying, identification and determination of useful lives of these assets, it has not been possible to allocate the costs of acquisition among the various assets.
- Under an agreement with Gimbel Brothers, Inc., the landlord was obligated to furnish trade fixtures and operating equipment having an aggregate cost of U.S. \$1,000,000 and the agreement provides for the payment of additional rents based on volume of sales until this amount has been recovered by the landlord. The unrecovered balance at December 31, 1959 is estimated to be U.S. \$736,000.
- Under a lease with Gimbel Brothers, Inc., the tenant has the right after January 1966 to purchase the premises and all trade fixtures and operating equipment which are the property of the landlord and utilized by the lessee (see Note 3 above). The purchase price is based upon a cost formula set forth in the agreement. Cross Properties, Inc. has guaranteed that if the tenant exercises its option to purchase prior to February 1, 1971, the purchase price will be not less than U.S. \$4,000,000 and has furnished part security for such guarantee.
- Under an agreement with The New Townships Management Company Limited dated June 22, 1959, as amended by letter agreement dated January 11, 1960, Dollar Land Corporation Limited has paid The New Townships Management Company Limited \$1,332,667, being an amount equal to 6% of the purchase price of the two properties now being acquired, which constitutes:
 - A commission of 5% or \$1,110,556 in connection with the purchase of Cross County Center, Yonkers, New York, and Southgate Shopping Centre, Chilliwack, British Columbia.
 - A fee of 1% or \$222,111 for other services performed and described in the agreement including investigating and obtaining valuations and paying certain costs of acquisition of the two properties now being purchased including all survey, valuation, legal and transfer costs, the charges of agents (other than management agents) connected therewith, the expenses of incorporation and increase of capital of the company and its subsidiary and the costs incurred by the company in establishing a market in the company's securities.

The portion of the payment detailed in (a) above has been applied as additional costs of acquisition of the properties. The portion of the payment in settlement of the fee detailed in (b) above, the greater part of which constitutes a payment in advance at this time, has been treated as a deferred expense until receipted accounts are presented, substantiating the discharge of the obligations for which this payment is made, and providing adequate information to allow for positive allocation of items that may be attributed to costs of acquisition of properties, costs of incorporation, organization expense, etc.

- Mortgages on the properties provide for fixed payments at regular intervals covering amortization of principal and interest at rates ranging from 4½% to 7% and mature from 1962 through 1978 as follows:

First Mortgages	5½%	1962	\$	80,540
	4½%	1965		7,378,537
	6%	1967		1,039,585
	4½%	1970		1,357,906
	4½%	1975		2,882,736
				<u>\$12,739,304</u>
Second Mortgages	4½%	1965		125,745
Mortgage Bonds	5%	1973		838,237
				<u>U.S. \$13,703,286</u>
Canadian dollar equivalent at .95½%				\$13,035,252
First Mortgage	7%	1978		405,870
				<u>Canadian \$13,441,122</u>

- In respect of Cross County Center, the closing date for the purchase of the property is to take place on or before January 29, 1960, at which time certain adjustments will be made for income and expenses and payments made by the seller for the account of the buyer subsequent to December 31, 1959. Prior to such closing, Cross Properties, Inc. is entitled to receive an advance payment on account of the cash portion of the purchase price for Cross County Center of U.S. \$1,850,000. In addition, the seller will be entitled to receive from the buyer a proportion of any additional amounts due under leases for rents based partially upon tenants' sales when finally determined after the close of the respective lease years. It is not possible to estimate the amounts of the various transactions, since they are based upon future events. Accordingly, none of these have been reflected in the attached Pro-Forma Consolidated Balance Sheet at December 31, 1959.
- Conversion of amounts from U.S. dollars to Canadian dollars has been made at a rate of .95½%.
- By an agreement dated January 11, 1960 the Company is employing Andras, Hatch & McCarthy and Odum Brown Investments Ltd., as agents, to offer on behalf of the Company \$720,000 aggregate principal amount of 7% unsecured debentures due 1990 and 43,200 shares of the company at the price of \$10 per share (in units consisting of \$100 principal amount of debentures and 6 shares at a unit price of \$160), subject to compliance with all necessary legal formalities and the terms and conditions set out in the agreement. If, as and when issued, the full completion of this offering would net the company \$1,152,000. Such agents, under the terms of the agreement, will receive a commission or fee of \$50,000 for their services thereunder, which commission or fee will be, in effect, paid by The New Townships Management Company Limited pursuant to the agreement referred to in Note 5 (b) above. The accompanying Pro-Forma Consolidated Balance Sheet does not reflect this further proposed issue of debentures and shares.
- Other major financial arrangements entered into:
 - The agreement as amended with The New Townships Management Company Limited, referred to in Note (5) above, includes an undertaking to employ The New Townships Management Company Limited for a three year period ending June 21, 1962, and thereafter until terminated by six months' notice on either side, in the investigation of all real property and property investments in the United States of America and Canada considered for acquisition by the company or any subsidiary. The company has undertaken to pay to The New Townships Management Company Limited an amount equal to 4% of the purchase price of all such real property and property investments (other than securities listed on any recognized stock exchange) subsequently acquired by the company or any subsidiary. The New Townships Management Company Limited in turn has undertaken to pay all survey and valuation fees and the fee of any agent employed by it.
 - The company has entered into an agreement with Dollar Land Holdings Limited and The New Townships Management Company Limited dated January 11, 1960, whereby The New Townships Management Company Limited has undertaken to pay or cause to be paid, among other expenses, the administration expenses of the company and its subsidiary, County Dollar Corporation, over a two year period ending December 31, 1961 up to a maximum amount or equivalent of \$372,400.
 - The company has by agreement dated January 8, 1960, engaged Allied Research & Service Corporation as real estate investment counsel for a term of five years from January 1, 1960 at a quarterly fee payable in U.S. dollars equal to 1/24th of 1 per cent of the gross assets of the company and its subsidiaries (taken at cost without adjustment for depreciation) or U.S. \$15,000, whichever shall be the greater. Included in the terms of the agreement is the right of Allied Research & Service Corporation to terminate the agreement on 180 days' notice to the company.
 - Arrangements have been made whereby County Dollar Corporation will engage Sol G. Atlas Realty, Inc. to manage the Cross County Center for a fee of U.S. \$47,000 per annum for a period of two years from January 29, 1960 and subject to other conditions to be set out in an agreement. A further agreement has been made with H. A. Roberts Limited to manage Southgate Shopping Centre at a fee of \$2,000 per annum, terminable on 30 days' notice by either party.

To the Directors of
DOLLAR LAND CORPORATION LIMITED,
Toronto, Ontario.

We have prepared the accompanying Pro-Forma Consolidated Balance Sheet of Dollar Land Corporation Limited as at December 31, 1959 to give effect to the anticipated transactions referred to in the headnotes thereto.

Dollar Land Corporation Limited is incorporated under the laws of Ontario and its subsidiary County Dollar Corporation is incorporated under the laws of the State of New York, U.S.A.

Closing date for the acquisition of Cross County Center, shares of Atlas Center, Inc. and the cash reserve fund and the transfer thereof to County Dollar Corporation is to be on or before January 29, 1960. Title to Southgate Shopping Centre is to pass on or before January 28, 1960. At this time none of these transactions have been completed.

We have examined or been advised by counsel of the existence of the signed agreements referred to in this prospectus and confirmed the receipt of funds arising from the sale of Debentures and shares to Dollar Land Holdings Limited and eleven qualifying shares to the directors. We have seen the disbursement of funds to The New Townships Management Company Limited of \$1,332,667 and an advance of U.S. \$1,850,000 to Cross Properties, Inc. as a deposit and partial payment on the acquisition of Cross County Center, as called for under the purchase agreement.

We have relied on a pro-forma balance sheet of County Dollar Corporation as at December 31, 1959 prepared by Messrs. Hurdman and Cranstoun, Certified Public Accountants, based on the anticipated transactions indicated on page 7 of this prospectus, which affect that company.

Subject to the above, in our opinion, the attached Pro-Forma Consolidated Balance Sheet is properly drawn up so as to present fairly the financial position of Dollar Land Corporation Limited as at December 31, 1959 after giving effect to the anticipated transactions set out in the headnotes thereto.

(Signed) SNYDER, CRAIG & Co.,
Chartered Accountants.

January 27, 1960.

Statutory Information

(a) The full name of the Company is Dollar Land Corporation Limited (hereinafter referred to as the "Company"). The address of the head office of the Company is Room 205, 67 Yonge Street, Toronto 1, Ontario.

(b) The Company was incorporated by letters patent issued under the laws of the Province of Ontario dated May 28, 1959. By supplementary letters patent dated November 20, 1959 the authorized capital of the Company was increased to 900,000 shares without par value.

(c) The general nature of the business to be transacted by the Company will be the acquisition, management and development of real property and the acquisition of property investments such as mortgages and shares and debentures or participations in real estate companies or ventures ("property investments"), either directly or through subsidiaries.

(d) The names in full, present occupations and home addresses in full of the directors and officers of the Company are as follows:

Directors

GERALD ARUNDEL-EVANS.....	<i>Manufacturer.....</i>	428 Hudson Avenue, Montreal West, P.Q.
FRANCIS BLAKE.....	<i>Executive.....</i>	Strawberry Hill Street, Dover, Mass.
NATHANIEL HAMLEN.....	<i>Real Estate Consultant.....</i>	Old Connecticut Path, Wayland, Mass.
CLARENCE WILLIAM PETER HAMPTON.....	<i>Real Estate Executive.....</i>	Spronketts, Bolney, Sussex, England.
THE HON. WALTER HARRIS.....	<i>Queen's Counsel.....</i>	Markdale, Ontario.
SIR ERNEST HARRY LEVER, LL.D., F.I.A....	<i>Deputy Chairman of..... Dollar Land Holdings Limited</i>	Blackbrook Farm, Blackbrook, Dorking, Surrey, England.
JAMES HENDERSON MAGEE.....	<i>Real Estate Consultant.....</i>	6 Ravine Road, Wellesley, Mass.
THE RT. HON. THE EARL OF MANSFIELD... AND MANSFIELD, D.L., J.P.	<i>Chairman of Dollar Land Holdings Limited.....</i>	Scone Palace, Perthshire, Scotland.
VICTOR MELVILLE SEABROOK.....	<i>Solicitor.....</i>	137 Beechwood Avenue, Willowdale, Ontario.
HAROLD ALFRED STEVENSON.....	<i>Retired Bank Executive.....</i>	38 Rosemount Avenue, Westmount, P.Q.
PETER WRIGHT.....	<i>Queen's Counsel.....</i>	R.R. No. 1, King, Ontario.

Officers

SIR ERNEST HARRY LEVER, LL.D., F.I.A....	<i>Chairman of the Board.....</i>	Blackbrook Farm, Blackbrook, Dorking, Surrey, England.
GERALD ARUNDEL-EVANS.....	<i>President.....</i>	428 Hudson Avenue, Montreal West, P.Q.
PETER WRIGHT.....	<i>Vice-President.....</i>	R.R. No. 1, King, Ontario.
VICTOR MELVILLE SEABROOK.....	<i>Secretary and Treasurer.....</i>	137 Beechwood Avenue, Willowdale, Ontario.

(e) The Company's auditors are Snyder, Craig & Co., Chartered Accountants, 330 Bay Street, Toronto, Ontario.

(f) Chartered Trust Company at its principal office in Toronto, Ontario, is the transfer agent and registrar for the shares without par value in the capital of the Company. Chartered Trust Company at its said principal office in Toronto is also the Registrar for the 7% Unsecured Debentures 1990 (hereinafter sometimes referred to as "Debentures") issued and proposed to be issued.

(g) The authorized share capital of the Company consists of 900,000 shares without par value (hereinafter referred to as "Shares"), of which at the date hereof 388,800 Shares are issued and outstanding as fully paid.

(h) All Shares of the Company carry one vote and rank equally with respect to dividends and distribution of profits or capital of the Company on winding up. There are no preferences, conversion rights, exchange rights or redemption rights in respect of the Shares of the Company.

(i) The Company has issued to Dollar Land Holdings Limited, a company incorporated under the laws of the United Kingdom, \$6,480,000 aggregate principal amount of 7% Unsecured Debentures 1990 which rank *pari passu* with the Debentures offered hereby and have the same conditions attached thereto. Such Debentures were issued for cash at par. Save as aforesaid, there are no bonds or debentures of the Company outstanding or proposed to be issued or any other securities of the Company issued or proposed to be issued which, if issued, will rank ahead of or *pari passu* with the securities hereby offered. Reference, however, is made to the mortgage referred to in paragraph (u & v) hereof proposed to be assumed by the

Company on the acquisition of the Southgate Shopping Centre referred to in such paragraph, which mortgage will rank ahead of the Debentures issued and proposed to be issued. The Debentures offered hereby will rank ahead of the Shares offered hereby. The Company is not a party to any agreement, indenture or other instrument which prohibits or restricts the issuance by the Company or any subsidiary of further Debentures or other long term or short term indebtedness.

(j) No substantial indebtedness is intended to be created or assumed by the Company which is not shown in the pro-forma consolidated balance sheet of the Company and its subsidiary as at December 31, 1959 forming part of this prospectus except such indebtedness as may be incurred by the Company in the ordinary course of business (the amount of which cannot be estimated at the date hereof), the Debentures offered hereby and the mortgage referred to in paragraph (i) hereof.

(k) No securities of the Company are covered by options outstanding or proposed to be given.

(l) The securities offered by this prospectus consist of 43,200 Shares and \$720,000 aggregate principal amount of 7% Unsecured Debentures 1990 (herein sometimes called "Debentures"). The said Shares and Debentures will be offered to the public in units consisting of \$100 principal amount of Debentures and 6 Shares at a price of \$160 per unit.

The Debentures will be dated January 1, 1960, will bear interest at the rate of 7% per annum and will mature on December 31, 1990. The Debentures will be direct obligations of the Company and will be issued subject to the conditions attached thereto and will be unsecured. The Debentures will not be issued under a trust indenture and there will be no trustee for the holders of the Debentures.

The Debentures will be redeemable at the Company's option at any time in whole or from time to time in part on 30 days' prior notice at the principal amount thereof together with accrued interest to the date specified for redemption. If less than all the outstanding Debentures are redeemed at any one time the Debentures to be redeemed shall be drawn by lot in such manner as the Company shall deem equitable.

Within the two years preceding the date hereof, the Company has issued the \$6,480,000 aggregate principal amount of Debentures and the 388,800 Shares referred to in paragraphs (g) and (i) above. All of the said shares (except 11 shares issued at \$1 per share as directors' qualifying shares) were issued at the price of \$10 per share to Dollar Land Holdings Limited. No commission was paid or is payable by the Company in respect of the sale or issuance of any such Debentures and Shares.

(m) The estimated proceeds from the sale of the Debentures and the Shares offered by this prospectus on the basis of the same being fully taken up and paid for are \$1,152,000 without taking into account legal, auditing and other expenses in connection with the issue thereof, which expenses will be paid by The New Townships Management Company Limited pursuant to the terms of an agreement dated June 22, 1959 (as altered) made between such company and the Company and referred to as Agreement 1 in paragraph (za) hereof and described on page 3 of this prospectus under the heading "Management".

(n) The proceeds from the sale of the Debentures and Shares offered by this prospectus, together with the aggregate proceeds of \$10,367,901 from the issuance of Debentures and Shares to Dollar Land Holdings Limited and the 11 Shares issued as directors' qualifying shares, will be applied for the following purposes:

Purchase of properties referred to herein including the 5% commission paid to The New Townships Management Company Limited on such purchase	
Cross County Center (U.S. \$22,500,000).....	\$21,403,126
Southgate Shopping Centre.....	808,000
Commission.....	1,110,556
	<hr/> 23,321,682
Less Mortgages payable (U.S. \$13,703,286; Can. \$405,870).....	13,441,122
	<hr/> 9,880,560
Balance of payment to The New Townships Management Company Limited under Agreement 1 referred to in paragraphs (za) and (zb) hereof and not included under the preceding item.....	\$ 222,111
Miscellaneous adjustments on acquisition of the said properties, acquisition of shares of Atlas Center, Inc., and cash reserve funds calculated as of December 31, 1959.....	\$ 55,481
Funds available for general corporate purposes of the Company and the subsid- iary including working capital being	
Cash including \$39,161 in Atlas Center, Inc.....	\$ 209,749
Proceeds of present offering.....	1,152,000
	<hr/> \$ 1,361,749
	<hr/> <u>\$11,519,901</u>

(o) There is no minimum amount in the opinion of the directors which must be raised by the issue of the Shares offered hereby in order to provide the sums required or the balance of the sums required to pay the purchase price of the real property to be purchased by the Company. No amounts are payable by the Company (i) to meet preliminary expenses or commissions for agreeing to subscribe for or procuring or agreeing to procure subscriptions for any Shares of the Company as such are payable by The New Townships Management Company Limited pursuant to the provisions of Agreement 1 referred to in paragraph (m) hereof or (ii) to repay moneys borrowed in respect of the foregoing matters or bank loans but the Company has paid to The New Townships Management Company Limited the 1% fee amounting to \$222,111 required to be paid pursuant to said Agreement 1.

(p) By agreement dated January 11, 1960 (being Agreement 9 referred to in paragraph (za) hereof) Andras, Hatch & McCarthy and Odium Brown Investments Ltd., as agents, agreed among other things

to offer on behalf of the Company if, as and when issued and subject to compliance with all necessary legal formalities and to the terms and conditions stated in the said agreement, the \$720,000 aggregate principal amount of Debentures and the 43,200 Shares offered hereby (in units consisting of \$100 principal amount of Debentures and 6 Shares at the price per unit as stated on the face page of this prospectus). Under the terms of the said agreement such agents will receive a commission or fee of \$50,000 for their services thereunder, which commission or fee will, in effect, be paid by The New Townships Management Company Limited pursuant to Agreement 1 referred to in paragraph (m) hereof. The aggregate consideration for the said \$720,000 principal amount of Debentures and the said 43,200 Shares is payable in cash against delivery of the Debentures and certificates for the Shares in interim or definitive form, upon the terms and conditions set out in such agency agreement.

(q) The By-laws of the Company contain the following provision for the remuneration of the directors:

"The remuneration of all directors of the Company shall be determined from time to time at a special general or annual meeting of shareholders".

(r) No remuneration has been paid to the directors or officers of the Company to the date hereof. The aggregate remuneration estimated to be payable by the Company to its directors, as such, during the financial year to end December 31, 1960 is \$40,000 per annum. The aggregate remuneration estimated to be payable to an officer of the Company during the financial year to end December 31, 1960 who individually shall be entitled to receive remuneration in excess of \$10,000 per annum is \$15,000.

(s) No commission has been paid within the two years preceding the date hereof or is now payable by the Company for subscribing or agreeing to subscribe or procuring or agreeing to procure subscriptions for any shares in or obligations of the Company except the commission or fee of \$50,000 referred to in paragraph (p) hereof which is to be paid, in effect, by The New Townships Management Company Limited pursuant to Agreement 1 referred to in paragraph (m) hereof.

(t) The estimated amount of preliminary expenses of the Company and its subsidiary, County Dollar Corporation ("the subsidiary"), is \$150,000. Reference, however, is made to Agreement 1 referred to in paragraph (m) hereof as to the payment thereof by The New Townships Management Company Limited which agreement is described on page 3 of this prospectus under the heading "Management".

(u & v) The particulars of the property the purchase or acquisition of which by the Company and the subsidiary has not been completed at the date hereof, the names and addresses of the vendors thereof and the particulars of the respective purchase prices therefor are as follows:

(i) The Company under Agreement 2 referred to in paragraph (za) hereof has contracted to purchase from Cross Properties, Inc., a property known as Cross County Center, Yonkers, Westchester County, New York for the purchase price of U.S. \$22,500,000 of which U.S. \$13,703,286 will be satisfied by taking title subject to existing mortgages aggregating that amount, leaving a net purchase price of U.S. \$8,796,714. The purchase of Cross County Center will include the acquisition of all the issued shares of Atlas Center, Inc., a subsidiary of the vendor company, at book value of U.S. \$53,627 as indicated on the Balance Sheet of the said Atlas Center, Inc. dated December 31, 1959 appearing on page 6 of this prospectus, and the acquisition of a reserve fund of U.S. \$158,440 at December 31, 1959 and these amounts less adjustments on completion of title will be an addition to the purchase price. Reference is made to Agreements 3 and 4 referred to in paragraph (za) hereof and to Agreement 6 referred to in such paragraph and below whereby Agreements 2, 3 and 4 have been assigned to the subsidiary.

(ii) The Company under Agreement 5 referred to in paragraph (za) hereof has contracted to purchase from Sarsden Consolidated Properties Limited, 67 Yonge Street, Toronto, Ontario, a property known as Southgate Shopping Centre, Chilliwack, British Columbia, at a purchase price of \$808,000 of which \$405,870 will be satisfied by taking title subject to an existing mortgage of that amount leaving a net purchase price of \$402,130.

Under the terms of the agreements referred to in clauses (i) and (ii) above, the Company or the subsidiary, as the case may be, are entitled to acquire good title to the properties referred to above subject to the specific mortgages referred to above, to existing leases and tenancies and to other encumbrances (not constituting existing indebtedness) such as certain restrictive covenants. Each such agreement contains conditions which would enable the Company or the subsidiary, as the case may be, to elect under certain circumstances not to complete the purchases of the properties therein provided for. Examinations of titles and related matters which have been made up to the date hereof would indicate, however, that the Company or the subsidiary, as the case may be, will complete the purchases and take title to such real properties subject to the mortgages, existing tenancies, leases and encumbrances above referred to. There are no unusual intervening factors under the laws of the Province of British Columbia or the State of New York known to the Company which are likely to frustrate the due completion of the purchases of properties under the said agreements. The acquisition of such properties does not involve any payment for goodwill.

By Agreement 6 referred to in paragraph (za) hereof made by the Company with the subsidiary, the Company assigned all of its right, title and interest in Agreements 2, 3 and 4 referred to in paragraph (za) hereof for the consideration and on the other terms and conditions therein referred to. Particulars of such assignment agreement are set out on page 2 of this prospectus under the heading "Properties".

Except as to the foregoing, no property has been purchased or acquired the purchase price of which has been paid or is to be paid in whole or in part out of the proceeds of the issue of securities of the Company. As is indicated in paragraph (n) hereof, the funds remaining of the proceeds to the Company of the issue of the \$7,200,000 aggregate principal amount of Debentures and the 432,000 Shares of the Company outstanding or proposed to be issued after completing the acquisition of the properties described above is approximately \$1,300,000 which will be applied for the general corporate purposes of the Company including working capital and the acquisition of further real property and property investments.

(w) No securities of the Company have been issued or agreed to be issued as fully or partly paid up otherwise than in cash.

(x) The Debentures of the Company issued and proposed to be issued are unsecured.

(y) With the exception of services which might be rendered to the Company in the ordinary course of business and the services provided to the Company by The New Townships Management Company Limited under Agreement 1 referred to in paragraph (m) hereof, no services have been rendered or are to be rendered to the Company which are to be paid for by the Company in whole or in part out of the proceeds of any securities offered hereby. No services have been rendered or are to be rendered to the Company which have been or are to be paid for by securities of the Company.

(z) No amount has been paid or is intended to be paid to a promotor as such. Reference, however, is made to payments made to The New Townships Management Company Limited pursuant to Agreement 1 referred to in paragraph (m) hereof.

(za) The dates of and parties to and the general nature of every material contract entered into by the Company, other than contracts entered into in the ordinary course of business, are as follows:

1. Agreement dated June 22, 1959 made between the Company and The New Townships Management Company Limited (as altered by a letter agreement dated January 11, 1960) referred to on page 3 of this prospectus;
2. Agreement of purchase and sale dated January 11, 1960 made between the Company and Cross Properties, Inc., referred to on page 2 of this prospectus and described in paragraph (u & v) hereof;
3. Indemnity agreement dated January 11, 1960 made between the Company, Cross Properties, Inc., Sol G. Atlas and his wife, Edythe Atlas referred to on page 2 of this prospectus;
4. Indemnity agreement dated January 11, 1960 made between the Company, Cross Properties, Inc., and Sol G. Atlas referred to on page 2 of this prospectus;
5. Agreement of purchase and sale dated January 11, 1960 made between the Company and Sarsden Consolidated Properties Limited pursuant to which the Company will acquire title to the real property in British Columbia described in paragraph (u & v) hereof;
6. Assignment agreement dated January 11, 1960 made between the Company and County Dollar Corporation referred to on page 2 of this prospectus and referred to in paragraph (u & v) hereof;
7. Agreement dated January 8, 1960 made between the Company and Allied Research and Service Corporation, referred to on page 3 of this prospectus;
8. Subscription agreement dated January 11, 1960 made between the Company and Dollar Land Holdings Limited for \$6,480,000 aggregate principal amount of Debentures and 388,789 Shares of the Company for an aggregate consideration of \$10,367,890;
9. Agency agreement dated January 11, 1960 made between the Company and Messrs. Andras, Hatch & McCarthy and Odium Brown Investments Ltd. referred to in paragraph (p) hereof;
10. Management agreement dated January 11, 1960 made between the Company and H. A. Roberts Limited referred to on page 3 of this prospectus;
11. Agreement dated January 11, 1960 made between the Company, Dollar Land Holdings Limited and The New Townships Management Company Limited providing for payment of certain administration expenses referred to on page 3 of this prospectus.

Copies of the agreements referred to above may be inspected at the head office of the Company, Room 205, 67 Yonge Street, Toronto, Ontario, during the usual business hours of any business day during the period of primary distribution of the securities offered hereby.

(zb) Mr. Gerald Arundel-Evans who is a director of the Company, as a director and an officer of Sarsden Consolidated Properties Limited and a holder of a qualifying share of such company and to no other extent, has an interest in the purchase of the said Southgate Shopping Centre.

Under Agreements 1 and 6 referred to in paragraph (za) hereof, the Company and the subsidiary have paid to The New Townships Management Company Limited \$1,332,667 for its services, out of which such company is paying part of such sum to Messrs. Hampton & Sons (Jersey) Channel Islands, of which firm Mr. Clarence William Peter Hampton, a director of the Company, is a partner. In addition, Messrs. Hampton & Sons (Jersey) Channel Islands are receiving from the agents of the vendor of the Cross County Center to be acquired a share of such agent's commission on the sale of such property.

Messrs. Peter Wright and Victor Melville Seabrook are partners in Wright and McTaggart, solicitors to the Company, which firm will receive fees for their professional services.

Messrs. Francis Blake and Nathaniel Hamlen, who are both directors of the Company, are directors, officers and shareholders of Allied Research & Service Corporation, which corporation will receive fees for its services under Agreement 7 referred to in paragraph (za) hereof.

Except as aforesaid, no director of the Company has any interest in the promotion of or in any property acquired by or proposed to be acquired by the Company, and no sum has been paid or agreed to be paid to any director in cash or in shares or otherwise by any person, either to induce him to become, or to qualify him as a director, or otherwise for services rendered by him, or by any firm of which he is a member, in connection with the promotion or formation of the Company.

(zc) The Company has not yet commenced to carry on business except steps taken in connection with the acquisition of the properties referred to in paragraph (u & v) hereof.

(zd) Dollar Land Holdings Limited by reason of the beneficial ownership of a majority of the issued shares of the Company is, and following the issuance of the securities offered hereby will be, in a position to or entitled to elect or cause to be elected a majority of the directors of the Company.

(ze) No securities of the Company are, to the knowledge of the Company, held in escrow.

(zf) No dividends have been paid by the Company since its incorporation

(zg) There are no other material facts not disclosed in the foregoing.

Dated January 27, 1960.

The foregoing constitutes full, true and plain disclosure of all material facts in respect of the offering of securities referred to above as required by Section 39 of The Securities Act (Ontario), and there is no further material information applicable other than in the financial statements or reports where required.

Directors

(Signed) G. ARUNDEL-EVANS

FRANCIS BLAKE, by his agent,
(Signed) PETER WRIGHT

(Signed) WALTER HARRIS

NATHANIEL HAMLEN, by his agent,
(Signed) PETER WRIGHT

(Signed) J. H. MAGEE

CLARENCE WILLIAM PETER HAMPTON, by his agent,
(Signed) PETER WRIGHT

(Signed) V. M. SEABROOK

SIR ERNEST HARRY LEVER, by his agent,
(Signed) PETER WRIGHT

(Signed) H. A. STEVENSON

THE RT. HON. THE EARL OF MANSFIELD AND
MANSFIELD, by his agent,
(Signed) PETER WRIGHT

(Signed) PETER WRIGHT

To the best of our knowledge, information and belief, the foregoing constitutes full, true and plain disclosure of all material facts in respect of the offering of securities referred to above as required by Section 39 of The Securities Act (Ontario), and there is no further material information applicable other than in the financial statements or reports where required. In respect of matters which are not within our knowledge we have relied upon the accuracy and adequacy of the foregoing.

Agents

ANDRAS, HATCH & MCCARTHY

by (Signed) K. B. ANDRAS

on behalf of such firm and Odlum Brown Investments Ltd.

The following are the names of all persons having an interest either directly or indirectly to the extent of not less than 5% in the capital of Messrs. Andras, Hatch & McCarthy: K. B. Andras, S. C. Hetherington, Dalton McCarthy, H. W. Hatch.

The following are the names of all persons having an interest either directly or indirectly to the extent of not less than 5% in the capital of Odlum Brown Investments Ltd.: W. Thomas Brown, Albert M. Brown, Malcolm L. Brown.

